

[REDACTED] 0355
 Account Number
 Ken & Linda Lay
 Account Name

 Account Number

 Account Name

Amendment to Discretionary Trading Authorization Relating to Disclosure of Conflicts

It is expressly acknowledged that Morgan Stanley's interests may, from time to time, be in material conflict with those of the undersigned. Such potential conflicts may arise or result from, but are not limited to:

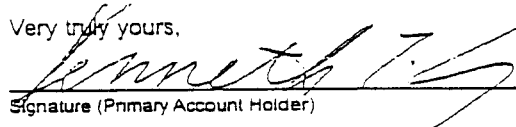
- I. Morgan Stanley acting as principal in a transaction with the undersigned;
- II. Morgan Stanley, its employees, affiliate(s) or agents holding a position in a security to be purchased or sold pursuant to this authorization (or in any related security);
- III. Morgan Stanley acting as market maker in any security, commodity or derivative thereon;
- IV. Morgan Stanley acting as agent for another client, or as principal or agent for another counterparty, in a transaction;
- V. Morgan Stanley being separately remunerated by a third party in a transaction;
- VI. Morgan Stanley having been involved in or connected with the issuance of the security (or a related security) which is the subject of a transaction;
- VII. Morgan Stanley being an underwriter of a security or Morgan Stanley holding securities as a result of underwriting a security;
- VIII. Morgan Stanley publishing research recommendations relating to any security;
- IX. Morgan Stanley entering into securities lending and borrowing or repurchase and reverse repurchase transactions in connection with a transaction or in any security;
- X. Morgan Stanley engaging in the business of investment banking, corporate finance, lending, or other financial services for Morgan Stanley's own account or the account of others.

The undersigned further acknowledges that Morgan Stanley shall not be under any obligation to disclose any information obtained or learned by Morgan Stanley as a result of or in connection with any of the aforementioned activities. Notwithstanding these or other possible conflicts, the undersigned expressly permits the undersigned's authorized agent at Morgan Stanley to, at his discretion, enter into transactions with Morgan Stanley either as agent or principal for Morgan Stanley's own account.

MORGAN STANLEY & CO. INCORPORATED

Acknowledged and Agreed:

Very truly yours,


Signature (Primary Account Holder)

Kenneth L. Lay
Name (Primary Account Holder)

8/14/00
Date


Signature (Secondary Account Holder, if Joint Account)

Linda P. Lay
Name (Secondary Account Holder, if Joint Account)

8/14/00
Date